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Jeffrey B. Ellman

Attorneys for Debtors
and Debtors in Possession

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	:	
	:	
In re	:	Chapter 11
	:	
Old Carco LLC	:	Case No. 09-50002 (AJG)
(f/k/a Chrysler LLC), <i>et al.</i> , ¹	:	
	:	(Jointly Administered)
Debtors.	:	
	:	
-----X	:	

**NOTICE OF HEARING ON EIGHTEENTH OMNIBUS MOTION OF DEBTORS AND
DEBTORS IN POSSESSION, PURSUANT TO SECTION 365 OF THE BANKRUPTCY
CODE AND BANKRUPTCY RULE 6006, FOR AN ORDER AUTHORIZING THE
REJECTION OF CERTAIN EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

¹ A second amended list of the Debtors, their addresses and tax identification numbers is located on the docket for Case No. 09-50002 (AJG) (Docket No. 3945) and can also be found at www.chryslerrestructuring.com.

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. A hearing to consider the Eighteenth Omnibus Motion of Debtors and Debtors in Possession, Pursuant to Section 365 of the Bankruptcy Code and Bankruptcy Rule 6006, for an Order Authorizing the Rejection of Certain Executory Contracts and Unexpired Leases (the "Motion"), filed by the above-captioned debtors and debtors in possession (the "Debtors"), shall be held before the Honorable Arthur J. Gonzalez, United States Bankruptcy Judge, in Room 523 of the United States Bankruptcy Court, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004, on **August 27, 2009, at 10:00 a.m. (New York time).**

2. Objections, if any, to the relief sought in the Motion must be made in writing, with a hard copy to Chambers, conform to the Federal Rules of Bankruptcy Procedure and the Local Rules for the United States Bankruptcy Court for the Southern District of New York and be filed with the Bankruptcy Court and must be served in accordance with the Administrative Order, Pursuant to Bankruptcy Rule 1015(c), Establishing Case Management and Scheduling Procedures (Docket No. 661) (the "Case Management Order"), so as to be actually received by the parties on the Special Service List (as defined in the Case Management Order) and the nondebtor parties identified on Exhibit A and Exhibit B to the Motion not later than **12:00 p.m. (New York time) on August 24, 2009** (the "Objection Deadline").

3. If no objections are timely filed and served with respect to the Motion, the Debtors may, on or after the Objection Deadline, submit to the Court an order substantially in the form attached to the Motion, which order shall be submitted and may be entered with no further notice or opportunity to be heard offered to any party.

4. Copies of the Motion, the Case Management Order and the Special Service List may be obtained from the Court's website at <http://ecf.nysb-mega.uscourts.gov> or,

free of charge, at www.chryslerrestructuring.com.

Dated: August 13, 2009
New York, New York

Respectfully submitted,

/s/ Corinne Ball

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ATTORNEYS FOR DEBTORS AND
DEBTORS IN POSSESSION

**PARTIES RECEIVING THIS EIGHTEENTH OMNIBUS REJECTION
MOTION SHOULD LOCATE THEIR NAMES AND THEIR CONTRACTS
OR LEASES IN THE ATTACHED EXHIBITS A AND B, RESPECTIVELY**

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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	:	Chapter 11
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Old Carco LLC	:	Case No. 09-50002 (AJG)
(f/k/a Chrysler LLC), <i>et al.</i> ,	:	
	:	(Jointly Administered)
Debtors.	:	
	:	
-----X	:	

**EIGHTEENTH OMNIBUS MOTION OF DEBTORS AND DEBTORS
IN POSSESSION, PURSUANT TO SECTION 365 OF THE BANKRUPTCY
CODE AND BANKRUPTCY RULE 6006, FOR AN ORDER AUTHORIZING THE
REJECTION OF CERTAIN EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

TO THE HONORABLE ARTHUR J. GONZALEZ,
UNITED STATES BANKRUPTCY JUDGE:

Old Carco LLC f/k/a Chrysler LLC ("Old Carco") and its affiliated debtors and debtors in possession (collectively with Old Carco, the "Debtors") respectfully represent as follows:

Background

1. On April 30, 2009 (the "Petition Date"), Old Carco and 24 of its affiliated Debtors (collectively, the "Original Debtors") commenced their reorganization cases by filing voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"). On May 19, 2009, Debtor Alpha Holding LP commenced its reorganization case by filing a voluntary petition under chapter 11 of the Bankruptcy Code. By orders of the Court (Docket Nos. 97 and 2188), the Debtors' chapter 11 cases have been consolidated for procedural purposes only and are being administered jointly.

2. The Debtors are authorized to continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

3. On May 5, 2009, the Office of the United States Trustee for the Southern District of New York appointed an official committee of unsecured creditors, pursuant to section 1102 of the Bankruptcy Code.

4. As of the Petition Date, the Debtors and their nondebtor direct and indirect subsidiaries (collectively, the "Old Carco Companies") comprised one of the world's largest manufacturers and distributors of automobiles and other vehicles, together with related parts and accessories. On the Petition Date, the Old Carco Companies employed approximately 55,000 hourly and salaried employees worldwide, 70% of whom were based in the United States.

5. For the 12 months ended December 31, 2008, the Old Carco Companies recorded revenue of more than \$48.4 billion and had assets of approximately \$39.3 billion and liabilities totaling \$55.2 billion.

6. In connection with the commencement of these cases, Old Carco and its Debtor subsidiaries, Fiat S.p.A. ("Fiat") and New Chrysler (as defined below) entered into a Master Transaction Agreement dated as of April 30, 2009 (as amended and collectively with other ancillary and supporting documents, the "Purchase Agreement"). The Purchase Agreement provided, among other things, that: (a) Old Carco would transfer the majority of its operating assets to New CarCo Acquisition LLC n/k/a Chrysler Group LLC ("New Chrysler"), a newly established Delaware limited liability company formed by Fiat; and (b) in exchange for those assets, New Chrysler would assume certain of the Debtors' liabilities and pay to Old Carco \$2 billion in cash (collectively with the other transactions contemplated by the Purchase Agreement, the "Fiat Transaction"). On May 3, 2009, the Original Debtors filed a motion to approve the Fiat Transaction or a similar transaction with a competing bidder (Docket No. 190).

7. On May 31, 2009, this Court issued: (a) an Opinion Granting the Debtors' Motion Seeking Authority to Sell, Pursuant to § 363, Substantially All of the Debtors' Assets (Docket No. 3073) (the "Sale Opinion"); and (b) an Opinion and Order Regarding Emergency Economic Stabilization Act of 2008 and Troubled Asset Relief Program (Docket Nos. 3074 and 3229) (together with the Sale Opinion, the "Opinions"). On June 1, 2009 and consistent with the Sale Opinion, this Court entered an Order authorizing the Fiat Transaction (Docket No. 3232) (the "Sale Order"). On June 5, 2009, the United States Court of Appeals for the Second Circuit affirmed the Opinions and the Sale Order. Consistent with the Sale Order, the Fiat Transaction was consummated on June 10, 2009.

Jurisdiction

8. This Court has subject matter jurisdiction to consider this matter pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

Relief Requested

9. Pursuant to section 365 of the Bankruptcy Code and Rule 6006 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), the Debtors hereby seek the entry of an order authorizing them to reject (a) the executory contracts (collectively, the "Contracts") identified on Exhibit A¹ attached hereto and incorporated herein by reference, effective as of August 27, 2009, which is the date of the scheduled hearing on this Motion (the "Hearing Date"); and (b) the leases of non-residential real property (collectively, the "Leases") identified on Exhibit B² attached hereto and incorporated herein by reference, effective as of the Hearing Date except in one instance noted below.

Facts Relevant to This Motion

10. The Debtors have engaged in a review of their executory contracts and unexpired leases. As a result of their review, the Debtors have determined that the Contracts

¹ For each of the Contracts, Exhibit A includes: (a) a description of the Contract; (b) the names and addresses of any nondebtor parties to the Contract; (c) the name of the Debtor party to the Contract; (d) the name of any dealership associated with the Contract, if applicable; and (e) the expiration date of the Contract.

² For each of the Leases, Exhibit B includes: (a) a description of the Lease, (b) the names and addresses of any nondebtor parties to the Lease, (c) the name of the Debtor party to the Lease, (d) any periodic payments required under the applicable Lease, (e) the expiration date of the Lease and (e) the requested effective date of rejection of the applicable Lease.

identified on Exhibit A and the Leases identified on Exhibit B are neither necessary nor valuable to their estates and will not be assumed and assigned in connection with the Fiat Transaction.³

11. The Debtors submit that each of the Contracts is an "executory contract" and each of the Leases is an "unexpired lease" within the meaning of section 365 of the Bankruptcy Code, eligible for rejection by the Debtors. To the extent that any of the Contracts or Leases already has expired or been terminated or otherwise is not "executory" within the meaning of section 365 of the Bankruptcy Code, it is included herein out of an abundance of caution.⁴

Argument

12. Section 365(a) of the Bankruptcy Code provides that a debtor, "subject to the court's approval, may assume or reject any executory contract or unexpired lease." 11 U.S.C. § 365(a). Courts routinely approve motions to assume, assume and assign or reject executory contracts or unexpired leases upon a showing that the debtor's decision to take such action will benefit the debtor's estate and is an exercise of sound business judgment. See Orion Pictures Corp. v. Showtime Networks, Inc. (In re Orion Pictures Corp.), 4 F.3d 1095, 1099 (2d Cir. 1993) (stating that section 365 of the Bankruptcy Code "permits the trustee or debtor-in-possession, subject to the approval of the bankruptcy court, to go through the inventory of executory

³ Each of the Contracts and Leases includes any modifications, amendments, addenda or supplements thereto or restatements thereof. In addition, each of the Leases includes any rights, obligations or tenancies arising as a result of any hold-over, with or without consent, beyond the stated term of such Lease with respect to the property referenced therein. Copies of the Contracts and Leases are not attached hereto, but are available from the Debtors' counsel upon request, subject to any applicable confidentiality restrictions. The terms of the Contracts and Leases are provided for convenience only and are not intended to modify, or to represent the Debtors' interpretation of, the terms of any of the Contracts or Leases.

⁴ This Motion does not constitute an admission by the Debtors that any of the Contracts or Leases is enforceable under applicable nonbankruptcy law. The Debtors expressly reserve their rights with respect thereto. To the extent that any Contract or Lease is unenforceable under applicable nonbankruptcy law, it is included herein out of an abundance of caution.

contracts of the debtor and decide which ones it would be beneficial to adhere to and which ones it would be beneficial to reject"); see also NLRB v. Bildisco & Bildisco, 465 U.S. 513, 523 (1984) (stating that the traditional standard applied by courts to authorize the rejection of an executory contract is that of "business judgment"); In re Old Carco LLC (f/k/a Chrysler LLC), 406 B.R. 180, 188 (Bankr. S.D.N.Y. 2009) (Gonzalez, J.) ("The business judgment standard is employed by courts in determining whether to permit a debtor to assume or reject a contract.").

13. Courts generally will not second-guess a debtor's business judgment concerning the assumption or rejection of an executory contract or unexpired lease. See id. at 198 (recognizing that "the business judgment standard would be rendered irrelevant if the Court stepped in to second guess . . . a decision" that the Debtors can show was based on rational business factors); In re Riodizio, Inc., 204 B.R. 417, 424 (Bankr. S.D.N.Y. 1997) ("[A] court will ordinarily defer to the business judgment of the debtor's management."); accord Phar-Mor, Inc. v. Strauss Bldg. Assocs., 204 B.R. 948, 951-52 (Bankr. N.D. Ohio 1997) ("Whether an executory contract is 'favorable' or 'unfavorable' is left to the sound business judgment of the debtor Courts should generally defer to a debtor's decision whether to reject an executory contract.").

14. The "business judgment" test is not a strict standard; it merely requires a showing that either assumption or rejection of the unexpired lease will benefit a debtor's estate. See, e.g., Old Carco LLC, 406 B.R. at 193 (stating that "the scope of the Court's inquiry is limited. Under the business judgment standard, the Court must determine whether rejection will benefit the Debtors' estates"); Bregman v. Meehan (In re Meehan), 59 B.R. 380, 385 (E.D.N.Y. 1986) ("The business judgment test is a flexible one The primary issue under the business judgment test is whether rejection of the contract would benefit general unsecured

creditors."); In re Helm, 335 B.R. 528, 538 (Bankr. S.D.N.Y. 2006) ("To meet the business judgment test, the debtor in possession must establish that rejection will benefit the estate."); Westbury Real Estate Ventures, Inc. v. Bradlees, Inc. (In re Bradlees Stores, Inc.), 194 B.R. 555, 558 n.1 (Bankr. S.D.N.Y. 1996) ("In reviewing a debtor's decision to assume or reject an executory contract, the court must examine the contract and circumstances and apply its best 'business judgment' to determine if the assumption or rejection would be beneficial or burdensome to the estate.").

15. New Chrysler has determined not to accept an assignment of the Contracts and Leases in connection with the Fiat Transaction. In addition, following the consummation of the Fiat Transaction, the Debtors are in the process of winding down their business affairs and have no further need for the Contracts and Leases. Moreover, the Debtors have determined that the Contracts and Leases do not have any realizable value in the marketplace. As such, neither the Contracts nor the Leases are necessary or valuable to the Debtors' business activities or the wind down process. The Debtors believe that maintaining the Contracts and Leases under these circumstances would unnecessarily deplete the assets of the Debtors' estates to the direct detriment of their creditors.

16. With respect to all but one of the Contracts and Leases, the Debtors request that rejection be effective as of the Hearing Date. With respect to the Hitzert Lease (as that term is defined on Exhibit B), the Debtors request that rejection be effective as of July 31, 2009 (the "Notice and Vacate Date"). Although the Notice and Vacate Date predates the filing of this Motion, the Debtors submit that making rejection of the Hitzert Lease effective as of the Notice and Vacate Date is reasonable and warranted for several reasons.

17. First, the Debtors vacated and turned over the premises associated with the Hitzert Lease by not later than the Notice and Vacate Date. Second, on the Notice and Vacate Date, the Debtors provided the landlord under the Hitzert Lease (the "Hitzert Landlord") with definitive written notice of the Debtors' decision to reject the Hitzert Lease as of the Notice and Vacate Date and invited the Hitzert Landlord to respond with any concerns. Third, the Hitzert Landlord has raised no concern with the Debtors since the Notice and Vacate Date and, upon information and belief, the Hitzert Landlord has no objection to rejection of the Hitzert Lease effective as of the Notice and Vacate Date. Fourth, the Debtors' estates have derived no benefit from the Hitzert Lease since the Notice and Vacate Date.

18. Courts commonly permit rejection of an executory contract or unexpired lease effective as of the date on which the nondebtor party to an executory contract or unexpired lease was given definitive notice of the debtor's intent to reject. See, e.g., In re Jamesway Corp., 179 B.R. 33, 38 (S.D.N.Y. 1995) ("[A] court can, where appropriate, approve rejection retroactively."); accord In re Joseph C. Spiess Co., 145 B.R. 597, 606 (N.D. Ill. 1992) (rejection is effective when landlord receives notice of debtor's intent to reject). Thus, the Court should make rejection of the Hitzert Lease effective as of the Notice and Vacate Date.

19. In sum, in the sound exercise of their business judgment, the Debtors have determined that the rejection of the Hitzert Lease, effective as of the Notice and Vacate Date, and rejection of the remaining Contracts and Leases, effective as of the Hearing Date, pursuant to section 365 of the Bankruptcy Code, is in the best interests of their estates and stakeholders.

Notice

20. No trustee or examiner has been appointed in these chapter 11 cases. In accordance with the Administrative Order, Pursuant to Bankruptcy Rule 1015(c), Establishing Case Management and Scheduling Procedures (Docket No. 661) (the "Case Management

Order"), entered on May 12, 2009, notice of this Motion has been given to the parties identified on the General Service List and the Special Service List (as such terms are identified in the Case Management Order), and to the nondebtor counterparties to the Contracts and the Leases identified in Exhibit A and Exhibit B, respectively. The Debtors submit that no other or further notice need be provided.

No Prior Request

21. No prior request for the relief sought in this Motion has been made to this or any other Court.

WHEREFORE, the Debtors respectfully request that the Court (a) enter an order substantially in the form attached hereto as Exhibit C, granting the relief requested herein; and (b) grant such other and further relief to the Debtors as the Court may deem proper.

Dated: August 13, 2009
New York, New York

Respectfully submitted,

/s/ Corinne Ball
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Veerle Roovers
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ATTORNEYS FOR DEBTORS AND
DEBTORS IN POSSESSION

EXHIBIT A

THE CONTRACTS

Schedule of Contracts to Be Rejected¹

<u>No.</u>	<u>Description of Contract or Lease</u>	<u>Nondebtor Parties</u>	<u>Debtor Party</u>	<u>Associated Dealer and Dealer Code</u>	<u>Expiration of Contract</u>
1.	Option (to Purchase or to Lease) between Chrysler Realty Corporation and Robert P. Archer, Robert P. Archer, Jr. and Jeffrey N. Archer, dated June 9, 2000	Robert P. Archer Robert P. Archer, Jr. Jeffrey N. Archer 12055 Southwest Freeway Stafford, TX 77477 Robert P. Archer Robert P. Archer, Jr. Jeffrey N. Archer 12053 Southwest Freeway Stafford, TX 77477	Old Carco Realty Company LLC (f/k/a Chrysler Realty Company LLC), as successor to Chrysler Realty Corporation	Archer Dodge, Inc. (43928)	June 8, 2020
2.	Option Agreement between Chrysler Realty Company LLC, Bolt, Inc. and American State Bank, dated December 29, 2006	Bolt, Inc. Attn: President or General Counsel 4001 South First Street Abilene, TX 79605 American State Bank Attn: President or General Counsel 402 Cypress Abilene, TX 79601	Old Carco Realty Company LLC f/k/a Chrysler Realty Company LLC	Arrow Chrysler Jeep (60080)	December 29, 2011

¹ Each of the Contracts includes any modifications, amendments, addenda or supplements thereto or restatements thereof. The terms of the Contracts included herein are provided for convenience only and are not intended to modify, or to represent the Debtors' interpretation of or a Court determination regarding, the terms of any of the Contracts.

<u>No.</u>	<u>Description of Contract or Lease</u>	<u>Nondebtor Parties</u>	<u>Debtor Party</u>	<u>Associated Dealer and Dealer Code</u>	<u>Expiration of Contract</u>
3.	Option Agreement between Chrysler Realty Corporation, P&S Axelrod, L.L.C., and National City Bank, dated January 31, 1998	<p>P&S Axelrod, L.L.C. Attn: President or General Counsel 8737 Brookpark Road Parma, OH 44129</p> <p>P&S Axelrod, L.L.C. Attn: President or General Counsel 6767 Brookpark Road Parma, OH 44129</p> <p>National City Bank Attn: President or General Counsel 1900 E. 9th Street, Locator 3010 Cleveland, OH 44114</p>	Old Carco Realty Company LLC (f/k/a Chrysler Realty Company LLC), as successor to Chrysler Realty Corporation	Axelrod Chrysler, Inc. (68191)	January 31, 2023
4.	Option Agreement between Chrysler Realty Corporation, LaSalle National Bank, The William J. Koloseike Trust, and Continental Bank of Oakbrook Terrace, dated September 16, 1987	<p>The William J. Koloseike Trust Attn: President or General Counsel 1550 Ogden Avenue Naperville, IL 60540</p> <p>LaSalle National Bank Attn: President or General Counsel 135 So. LaSalle Street Chicago, IL 60690</p> <p>Continental Bank of Oakbrook Terrace Attn: President or General Counsel 17 W 695 Roosevelt Road Oakbrook Terrace, IL 60181</p>	Old Carco Realty Company LLC (f/k/a Chrysler Realty Company LLC), as successor to Chrysler Realty Corporation	Bill Kay's Chrysler of Downers Grove (65746)	September 16, 2012

<u>No.</u>	<u>Description of Contract or Lease</u>	<u>Nondebtor Parties</u>	<u>Debtor Party</u>	<u>Associated Dealer and Dealer Code</u>	<u>Expiration of Contract</u>
5.	Option Agreement between Chrysler Realty Corporation, RAMFAM Development, and Chrysler Credit Corporation, dated December 19, 1986	RAMFAM Development Attn: President or General Counsel 2100 West Maple Road Troy, MI 48084 Chrysler Credit Corporation Attn: President or General Counsel 901 Wilshire Drive Troy, MI 48084	Old Carco Realty Company LLC (f/k/a Chrysler Realty Company LLC), as successor to Chrysler Realty Corporation	Birmingham Chrysler Plymouth Jeep Eagle (63747)	December 19, 2010
6.	Option between Chrysler Realty Corporation and BRE 1, LLC, dated December 21, 2001	BRE 1, LLC Attn: President or General Counsel 4201 South 27 th Street Milwaukee, WI 53221	Old Carco Realty Company LLC (f/k/a Chrysler Realty Company LLC), as successor to Chrysler Realty Corporation	Braeger Chrysler Jeep (68383)	December 21, 2021
7.	Option Agreement between Chrysler Realty Corporation, Bruce A. Campbell and Joyce Campbell; and Chrysler Financial Corporation, dated December 23, 1996	Bruce A. Campbell and Joyce Campbell 14875 Telegraph Road Redford, MI 48239 Chrysler Financial Corporation Attn: President or General Counsel 27777 Franklin Road Southfield, MI 48034	Old Carco Realty Company LLC (f/k/a Chrysler Realty Company LLC), as successor to Chrysler Realty Corporation	Bruce Campbell Dodge, Inc (43102)	December 22, 2021
8.	Right of First Refusal to Chrysler Realty Corporation by Burgunder Realty, dated December 8, 1989	Burgunder Realty Attn: President or General Counsel 3000 Washington Pike Bridgeville, PA 15017	Old Carco Realty Company LLC (f/k/a Chrysler Realty Company LLC), as successor to Chrysler Realty Corporation	Burgunder Motors, Inc. (56634)	December 8, 2009

<u>No.</u>	<u>Description of Contract or Lease</u>	<u>Nondebtor Parties</u>	<u>Debtor Party</u>	<u>Associated Dealer and Dealer Code</u>	<u>Expiration of Contract</u>
9.	Option Agreement between Chrysler Realty Corporation and Walter and Deanna Norris, dated September 29, 2000	Walter and Deanna Norris 1315 Carillion Court South Bloomfield Hills, MI 48302	Old Carco Realty Company LLC (f/k/a Chrysler Realty Company LLC), as successor to Chrysler Realty Corporation	Century Dodge, Inc. (42189)	September 29, 2025
10.	Option Agreement between Chrysler Realty Corporation, Robert and Adelaide Raymond, and Mellon Bank, N.A., dated March 21, 1986	Robert and Adelaide Raymond 911 Clairton Boulevard, Route 51 Pittsburgh, PA 15236 Mellon Bank, P.A. Attn: President or General Counsel Century III, Suite 200 6015 Mountainview Drive West Mifflin, PA 15122-2426	Old Carco Realty Company LLC (f/k/a Chrysler Realty Company LLC), as successor to Chrysler Realty Corporation	Century III Dodge, Inc. (42833)	March 21, 2011
11.	Option Agreement between Chrysler Realty Corporation, A & D Realty, L.L.C. and Chrysler Financial Company L.L.C., dated November 9, 2000.	A & D Realty, L.L.C. Attn: President or General Counsel 24200 Gratiot Avenue Eastpointe, MI 48021-3387	Old Carco Realty Company LLC (f/k/a Chrysler Realty Company LLC), as successor to Chrysler Realty Corporation	Colonial Dodge, Inc. (57042)	November 9, 2025
12.	Agreement between Chrysler Realty Corporation and Branch Avenue Associates, unsigned and undated, Exhibit B to Agreement between ABKO XXXIV, Inc., Branch Avenue Associates, and State National Bank of Maryland, dated February 18, 1986	ABKO XXXIV, Inc. Attn: President or General Counsel 5600 New King Street, Suite 350 Troy, MI 48098 Branch Avenue Associates Attn: President or General Counsel P.O. Box 9126 Silver Spring, MD 20906-0993 State National Bank of Maryland Attn: President or General Counsel 11616 Rockville Pike Rockville, MD 20852	Old Carco Realty Company LLC (f/k/a Chrysler Realty Company LLC), as successor to Chrysler Realty Corporation	DARCARS Chrysler of Fairfax (66420)	February 18, 2011

<u>No.</u>	<u>Description of Contract or Lease</u>	<u>Nondebtor Parties</u>	<u>Debtor Party</u>	<u>Associated Dealer and Dealer Code</u>	<u>Expiration of Contract</u>
13.	Option Agreement between Chrysler Realty Corporation, Charles H. and Frances Gabus, and Bankers Trust Company, dated October 24, 1986	Charles H. and Frances Gabus 4545 Merle Hay Road Des Moines, IA 50310-1415 Charles H. and Frances Gabus 4410 Merle Hay Road Des Moines, IA 50310-1412 Bankers Trust Company Attn: President or General Counsel 665 Locust Street Des Moines, IA 50309	Old Carco Realty Company LLC (f/k/a Chrysler Realty Company LLC), as successor to Chrysler Realty Corporation	Des Moines Chrysler (66517)	October 24, 2011
14.	Sale of Real Estate Contract with Option between Chrysler Realty Corporation and E & H Investments, dated August 23, 1993	E & H Investments Attn: President or General Counsel 1300 Vandiver Drive Columbia, MO 65202	Old Carco Realty Company LLC (f/k/a Chrysler Realty Company LLC), as successor to Chrysler Realty Corporation	Dodge City Motors, Inc. (43855)	August 23, 2018
15.	Option Agreement between Chrysler Realty Company LLC and Madison Real Estate Investments, LLC; CKI Investments, LLC; and 5339 Wayne Terrace, LLC, dated September 29, 2006	Madison Real Estate Investments, LLC and CKI Investments, LLC Attn: Don W. Miller 909 Magdeline Drive Madison, WI 53704 5339 Wayne Terrace, LLC Attn: President or General Counsel P.O. Box 2097 Madison, WI 53701	Old Carco Realty Company LLC f/k/a Chrysler Realty Company LLC	Don Miller Dodge, Inc. (41098)	September 29, 2031

<u>No.</u>	<u>Description of Contract or Lease</u>	<u>Nondebtor Parties</u>	<u>Debtor Party</u>	<u>Associated Dealer and Dealer Code</u>	<u>Expiration of Contract</u>
16.	Agreement between Chrysler Realty Corporation, Russo-Schebil Enterprises, Inc., and Comerica Bank Grosse Point, N.A., dated September 19, 1985	Russo-Schebil Enterprises, Inc. Attn: President or General Counsel 111 W. Ann Arbor Road Plymouth, MI 48170-2219 Comerica Bank Grosse Point, NA Attn: President or General Counsel 415 Fisher Road Grosse Pointe, MI 48230-1602	Old Carco Realty Company LLC (f/k/a Chrysler Realty Company LLC), as successor to Chrysler Realty Corporation	Fox Hills Chrysler Jeep, Inc. (66924)	September 19, 2010
17.	Option between Chrysler Realty Company LLC, D.T.G. Enterprises, Ltd., and RFJS Company, LLC, dated November 1, 2006	D.T.G. Enterprises, Ltd. Attn: President or General Counsel 4695 Mahoning Avenue Youngstown, OH 44515 RFJS Company, LLC Attn: President or General Counsel 7554 Market Street Boardman, OH 44512 RFJS Company, LLC Attn: President or General Counsel 7871 Market Street Boardman, OH 44512	Old Carco Realty Company LLC f/k/a Chrysler Realty Company LLC	Frederick Chrysler Jeep Dodge (56617)	November 1, 2031

<u>No.</u>	<u>Description of Contract or Lease</u>	<u>Nondebtor Parties</u>	<u>Debtor Party</u>	<u>Associated Dealer and Dealer Code</u>	<u>Expiration of Contract</u>
18.	Option Agreement between Chrysler Realty Corporation, Chesrown Automotive Group, Inc., and Chrysler Credit Corporation, dated August 11, 1995	<p>Chesrown Automotive Group, Inc. Attn: President or General Counsel 2009 Market Street Denver, CO 80205</p> <p>Go Dodge Southwest Attn: President or General Counsel 7980 West Tufts Avenue Littleton, Colorado 80123</p> <p>Chrysler Credit Corporation Attn: President or General Counsel 27777 Franklin Road Southfield, MI 48034</p>	Old Carco Realty Company LLC (f/k/a Chrysler Realty Company LLC), as successor to Chrysler Realty Corporation	Go Dodge Southwest (44148)	August 11, 2020
19.	Option Agreement between Chrysler Realty Corporation, Parkway Enterprises, L.L.C., and SouthTrust Bank, N.A., dated December 30, 1997, as modified and amended	<p>Parkway Enterprises, L.L.C. Attn: President or General Counsel 9820 Parkway East Birmingham, AL 35215</p> <p>SouthTrust Bank, N.A. Attn: Automotive Financial Services 420 North 20th Street Birmingham, AL 35203</p> <p>Union State Bank Attn: President or General Counsel 3437 Lorna Road Birmingham, AL 35216</p>	Old Carco Realty Company LLC (f/k/a Chrysler Realty Company LLC), as successor to Chrysler Realty Corporation	Greater Birmingham Dodge Chrysler (45190)	December 30, 2022

<u>No.</u>	<u>Description of Contract or Lease</u>	<u>Nondebtor Parties</u>	<u>Debtor Party</u>	<u>Associated Dealer and Dealer Code</u>	<u>Expiration of Contract</u>
20.	Option Agreement between Chrysler Realty Corporation, Adrian Group, L.L.C., and Chrysler Credit Corporation, dated October 26, 1995	Adrian Group, L.L.C. Attn: President or General Counsel 1975 E. Powell Boulevard Gresham, OR 97080-8048 Gresham Chrysler Jeep Attn: President or General Counsel 1990 E. Powell Boulevard Gresham, Oregon 97080 Chrysler Credit Corporation Attn: President or General Counsel 27777 Franklin Road Southfield, MI 48034	Old Carco Realty Company LLC (f/k/a Chrysler Realty Company LLC), as successor to Chrysler Realty Corporation	Gresham Chrysler Jeep, Inc. (67809)	October 26, 2020
21.	Agreement between Chrysler Realty Corporation, Hamilton Chrysler Plymouth, Inc., and Chrysler Credit Corporation, dated December 30, 1986	Hamilton Chrysler Plymouth, Inc. Attn: President or General Counsel P.O. Box 2670 1240 New Jersey Route 33 Hamilton Square, NJ 08690 Chrysler Credit Corporation Attn: President or General Counsel 901 Building Route 73 & Lincoln Drive Mt. Laurel, NJ 08052	Old Carco Realty Company LLC (f/k/a Chrysler Realty Company LLC), as successor to Chrysler Realty Corporation	Hamilton Chrysler, Inc. (64980)	December 30, 2011
22.	Option between Louis C. Motzer and George R. Motzer, Hamilton Fairfield Dodge Jeep Eagle, Inc., and Chrysler Realty Corporation, dated April 2, 1993	Louis C. Motzer and George R. Motzer 109 Fairborn Drive Hamilton, OH 45013 Hamilton Fairfield Dodge Jeep Eagle, Inc. Attn: President or General Counsel 790 S. Erie Highway Hamilton, OH 45011	Old Carco Realty Company LLC (f/k/a Chrysler Realty Company LLC), as successor to Chrysler Realty Corporation	Hamilton Fairfield Dodge Jeep (44355)	April 2, 2013

<u>No.</u>	<u>Description of Contract or Lease</u>	<u>Nondebtor Parties</u>	<u>Debtor Party</u>	<u>Associated Dealer and Dealer Code</u>	<u>Expiration of Contract</u>
23.	Option between Joseph A. and Suzanne H. Ricci and Chrysler Realty Corporation, dated August 31, 1995; as amended April 29, 1998	Joseph A. and Suzanne H. Ricci 14765 Michigan Avenue Dearborn, MI 48126	Old Carco Realty Company LLC (f/k/a Chrysler Realty Company LLC), as successor to Chrysler Realty Corporation	Joe Ricci of Dearborn LLC (44350)	April 30, 2018
24.	Option between Chrysler Realty Company LLC and Bruce A. Krone, Trustee, dated March 15, 2004	Bruce A. Krone, Trustee 602 Main Street, Suite 302 Cincinnati, OH 45202	Old Carco Realty Company LLC f/k/a Chrysler Realty Company LLC	Kerry Chrysler Jeep Dodge, Inc. (44717)	March 15, 2014
25.	Option Agreement between Chrysler Realty Corporation, Keystone Real Estate Development, LLC, and UMB Bank, N.A., dated December 22, 2000	Keystone Real Estate Development, LLC Attn: President or General Counsel 6819 Johnson Drive Mission, KS 66202 UMB Bank, N.A. Attn: President or General Counsel 1010 Grand Kansas City, MO 64106	Old Carco Realty Company LLC (f/k/a Chrysler Realty Company LLC), as successor to Chrysler Realty Corporation	Keystone Chrysler, Inc. (68749)	December 22, 2025
26.	Option Agreement between Chrysler Realty Corporation, Walter and Deanna Norris, dated May 29, 1998	Walter and Deanna Norris 1315 Carillion Court, South Bloomfield Hills, MI 48302	Old Carco Realty Company LLC (f/k/a Chrysler Realty Company LLC), as successor to Chrysler Realty Corporation	Livonia Chrysler Jeep, Inc. (66415)	May 29, 2023

<u>No.</u>	<u>Description of Contract or Lease</u>	<u>Nondebtor Parties</u>	<u>Debtor Party</u>	<u>Associated Dealer and Dealer Code</u>	<u>Expiration of Contract</u>
27.	Option Agreement between Chrysler Realty Corporation, Charles W. Foulke and Joseph McErlean, and United Jersey Bank, dated May 1, 1987; amended May 3, 2000, as amended	Charles W. Foulke and Joseph H. McErlean c/o Cherry Hill Dodge 1708 West Marlton Pike Cherry Hill, NJ 08002 Charles W. Foulke and Joseph H. McErlean c/o Cherry Hill Dodge 587 route 38 Maple Shade, NJ 08052 United Jersey Bank Attn: President or General Counsel Haddonfield Road and Chapel Cherry Hills, NJ 08002	Old Carco Realty Company LLC (f/k/a Chrysler Realty Company LLC), as successor to Chrysler Realty Corporation	Mall Chrysler, Inc. (67676)	May 1, 2012
28.	Grants of Right of First Refusal by Gunning Construction, Inc. to Chrysler Realty Company, LLC, dated July 11, 2007	Gunning Construction, Inc. Attn: President or General Counsel 9020 Liberia Avenue Manassas, VA 20110	Old Carco Realty Company LLC f/k/a Chrysler Realty Company LLC	Manassas Dodge (43866)	July 11, 2027
29.	Option Agreement between Chrysler Realty Corporation, Richard L., Jr. and Mary Lou Loehr, and Chrysler Credit Corporation, dated February 24, 1988, as amended	Richard L., Jr. and Mary Lou Loehr 5622 West Main Street Kalamazoo, MI 49001 Chrysler Credit Corporation Attn: President or General Counsel 901 Wilshire Boulevard Troy, MI 48084 Transit, L.L.C. Attn: President or General Counsel 618 Kenmoor, S.E. Grand Rapids, MI 49546	Old Carco Realty Company LLC (f/k/a Chrysler Realty Company LLC), as successor to Chrysler Realty Corporation	Maple Hill Chrysler (68591)	February 24, 2013

<u>No.</u>	<u>Description of Contract or Lease</u>	<u>Nondebtor Parties</u>	<u>Debtor Party</u>	<u>Associated Dealer and Dealer Code</u>	<u>Expiration of Contract</u>
30.	Option between Chrysler Realty Corporation and Dennis G. Petrisak, dated February 20, 1996	Dennis G. Petrisak 3247 Rush Menden Road Honeoye Falls, NY 14472-9333 Dennis G. Petrisak 3755 West Henrietta Road Rochester, NY 14623	Old Carco Realty Company LLC (f/k/a Chrysler Realty Company LLC), as successor to Chrysler Realty Corporation	Marketplace Chrysler Plymouth, Inc. (66785)	February 20, 2016
31.	Use Restriction Memorandum between Chrysler Realty Corporation, Bear Land Holdings, LLC and Medved Chrysler Plymouth Jeep, Inc., dated May 31, 1999	Bear Land Holdings, LLC Attn: Marshall H. Fishman 633 17th St., Suite 2700 Denver, CO 80202 Bear Land Holdings, LLC Attn: President or General Counsel 11001 West I-70 Frontage Rd. Wheat Ridge, CO 80033 Medved Chrysler Plymouth Jeep, Inc. Attn: President or General Counsel 1100 South Wilcox Street Castle Rock, Colorado 80104	Old Carco Realty Company LLC (f/k/a Chrysler Realty Company LLC), as successor to Chrysler Realty Corporation	Medved Chrysler Jeep Dodge, Inc. (43188)	May 30, 2019
32.	Option Agreement between Chrysler Realty Corporation, Mickey Family, L.C., and Firststar Bank Iowa, dated April 8, 1998	Mickey Family, L.C. Attn: President or General Counsel 13815 Sunset Drive Fountain Hills, AZ 85268 Mickey Family, L.C. Attn: President or General Counsel 1919 Dodge NE Cedar Rapids, IA 52402 Firststar Bank Iowa Attn: President or General Counsel 222 Second Avenue, S.E. Cedar Rapids, IA 52401	Old Carco Realty Company LLC (f/k/a Chrysler Realty Company LLC), as successor to Chrysler Realty Corporation	Mickey Chrysler Dodge (66637)	April 8, 2023

<u>No.</u>	<u>Description of Contract or Lease</u>	<u>Nondebtor Parties</u>	<u>Debtor Party</u>	<u>Associated Dealer and Dealer Code</u>	<u>Expiration of Contract</u>
33.	Option Agreement between Chrysler Realty Corporation, Tibor L. Gyarmati, and Chrysler Credit Corporation, dated March 10, 1988; as amended	Tibor L. Gyarmati 43774 N. Gratiot Mt. Clemens, MI 48043 Chrysler Credit Corporation Attn: President or General Counsel 901 Wilshire Boulevard Troy, MI 48084	Old Carco Realty Company LLC (f/k/a Chrysler Realty Company LLC), as successor to Chrysler Realty Corporation	Mount Clemens Dodge, Inc. (59244)	March 10, 2023
34.	Option Agreement between Chrysler Realty Corporation, Gary M. Grim, and Trust Company Bank, dated August 26, 1994	Gary M. Grim 11100 Alpharetta Highway Roswell, GA 33076 Trust Company Bank Attn: President or General Counsel 6095 Peachtree Industrial Boulevard Norcross, GA 30092	Old Carco Realty Company LLC (f/k/a Chrysler Realty Company LLC), as successor to Chrysler Realty Corporation	Nalley Roswell Chrysler Jeep (26630)	August 26, 2019
35.	Grant of Right of First Refusal to Chrysler Realty Corporation by Huffman Family, L.L.C., dated November 28, 2000	Huffman Family, L.L.C. Attn: President or General Counsel 100 Oxmoor Court St. Matthews, KY 40222	Old Carco Realty Company LLC (f/k/a Chrysler Realty Company LLC), as successor to Chrysler Realty Corporation	Neil Huffman Chrysler Jeep (68107) Neil Huffman Dodge (43947)	November 28, 2020

<u>No.</u>	<u>Description of Contract or Lease</u>	<u>Nondebtor Parties</u>	<u>Debtor Party</u>	<u>Associated Dealer and Dealer Code</u>	<u>Expiration of Contract</u>
36.	Option Agreement between Chrysler Realty Corporation, DCF Realty Company, LLC, and The Money Store, dated June 16, 1999	<p>DCF Realty Company, LLC Attn: President or General Counsel 759 West 104th Avenue Northglenn, CO 80234</p> <p>The Money Store Attn: President or General Counsel 707 3rd Street 2nd Floor – Commercial Lending West Sacramento, CA 95606</p> <p>The Money Store Attn: President or General Counsel 707 3rd Street 2nd Floor – Commercial Lending West Sacramento, CA 95605</p>	Old Carco Realty Company LLC (f/k/a Chrysler Realty Company LLC), as successor to Chrysler Realty Corporation	Northglenn Dodge, Inc. (44260)	June 16, 2024
37.	Option Agreement between Chrysler Realty Corporation, Palmer Dodge West, Inc., and American Fletcher National Bank and Trust Company, dated December 23, 1986	<p>Palmer Dodge West, Inc. Attn: President or General Counsel 4343 West 38th Street Indianapolis, IN 46254</p> <p>Palmer Dodge West, Inc. Attn: President or General Counsel 5051 West Pike Plaza Rd. Indianapolis, IN 46254</p> <p>Palmer Investments, LLC Attn: President or General Counsel 4545 E. 96th Street Indianapolis, Indiana 46240</p> <p>American Fletcher Bank and Trust Company Attn: President or General Counsel 101 Monument Circle Indianapolis, IN 46204</p>	Old Carco Realty Company LLC (f/k/a Chrysler Realty Company LLC), as successor to Chrysler Realty Corporation	Palmer Chrysler Jeep Dodge (42224)	December 23, 2011

<u>No.</u>	<u>Description of Contract or Lease</u>	<u>Nondebtor Parties</u>	<u>Debtor Party</u>	<u>Associated Dealer and Dealer Code</u>	<u>Expiration of Contract</u>
38.	Option Agreement between Chrysler Realty Company LLC, Jacob Holdings of Redwood LLC, and DaimlerChrysler Services North America LLC, dated June 9, 2004	Jacob Holdings of Redwood, LLC Attn: President or General Counsel 500 Ford Road Minneapolis, MN 55426 DaimlerChrysler Services North America LLC Attn: President or General Counsel 27777 Franklin Road Southfield, MI 48034	Old Carco Realty Company LLC f/k/a Chrysler Realty Company LLC	Peninsula Dodge (45150)	June 9, 2029
39.	Option (for Assignment of Lease) between Chrysler Realty Company LLC, John J. Sorci Trust, and Autocal, LLC, dated December 21, 2007	John J. Sorci Trust 2300 East Valley Court San Jose, CA 95148 Autocal, LLC Attn: President or General Counsel 500 Ford Road Minneapolis, MN 55426-1062	Old Carco Realty Company LLC f/k/a Chrysler Realty Company LLC	Peninsula Dodge (45150)	December 21, 2017
40.	Option Agreement between Chrysler Realty Corporation, Five West Holdings, LLLP, and Comerica Bank, dated November 22, 2000	Five West Holdings, LLLP Attn: President or General Counsel P.O. Box 85 Colorado Springs, CO 80901 Comerica Bank Attn: President or General Counsel 411 West Lafayette Detroit, MI 48226	Old Carco Realty Company LLC (f/k/a Chrysler Realty Company LLC), as successor to Chrysler Realty Corporation	Phil Long Denver Jeep Chrysler (24238)	November 22, 2025

<u>No.</u>	<u>Description of Contract or Lease</u>	<u>Nondebtor Parties</u>	<u>Debtor Party</u>	<u>Associated Dealer and Dealer Code</u>	<u>Expiration of Contract</u>
41.	Option between Joe Prebul and Chrysler Realty Corporation, dated December 20, 2001	Joe Prebul 2120 Chapman Road Chattanooga, TN 37421 Prebul Chrysler Jeep Dodge Attn: President or General Counsel 320 North Holtzclaw Avenue Chattanooga, TN 37404	Old Carco Realty Company LLC (f/k/a Chrysler Realty Company LLC), as successor to Chrysler Realty Corporation	Prebul Chrysler Jeep Dodge (23815)	December 20, 2021
42.	Option Agreement between Chrysler Realty Company; Decatur Land Holdings, LLC; Aram Askarifar and Mehrdad Hashem; and Bank of America, N.A., dated May 9, 2008	Decatur Land Holdings, LLC Aram Askarifar and Mehrdad Hashem 13820 St. Augustine Road, Suite 113-319 Jacksonville, FL 32258 Bank of America, N.A. Attn: President or General Counsel 9000 Southside Boulevard, Building 100 Jacksonville, FL 32256-0792	Old Carco Realty Company LLC (f/k/a Chrysler Realty Company LLC), as successor to Chrysler Realty Corporation	Premier Chrysler Jeep Dodge, LLC (26773)	May 9, 2038
43.	Option Agreement between Chrysler Realty Corporation, Quality Jeep Limited Partnership, Bank of America, F.S.B., and Enchantment Land Development Company, dated November 20, 1996	Quality Jeep Limited Partnership Attn: President or General Counsel 8101 Lomas Boulevard Albuquerque, NM 87110 Bank of America, F.S.B. Attn: President or General Counsel 201 3rd Street, N.W., Suite 1360 Albuquerque, NM 87102 Enchantment Land Development Company Attn: President or General Counsel 625 Silver, S.W., Suite 315 Albuquerque, NM 87102	Old Carco Realty Company LLC (f/k/a Chrysler Realty Company LLC), as successor to Chrysler Realty Corporation	Quality Jeep Chrysler, Inc. (24044)	November 20, 2021

<u>No.</u>	<u>Description of Contract or Lease</u>	<u>Nondebtor Parties</u>	<u>Debtor Party</u>	<u>Associated Dealer and Dealer Code</u>	<u>Expiration of Contract</u>
44.	Option Agreement between Chrysler Realty Company LLC and Robert S. and Jennifer S. Larson, dated September 10, 2008	Robert S. and Jennifer S. Larson 7815 S. Tacoma Way Tacoma, WA 98409 Robert S. and Jennifer S. Larson 7601 South Tacoma Way Tacoma, WA 98409	Old Carco Realty Company LLC f/k/a Chrysler Realty Company LLC	Robert Larson's Chrysler Jeep (68239)	September 10, 2038
45.	Agreement between Chrysler Realty Corporation, Salem Chrysler-Plymouth, Inc., and The First National Bank, dated April 10, 1985	Salem Chrysler-Plymouth, Inc. Attn: President or General Counsel 5010 Salem Avenue Dayton, OH 45426 The First National Bank Attn: President or General Counsel One First National Plaza Dayton, OH 45402	Old Carco Realty Company LLC (f/k/a Chrysler Realty Company LLC), as successor to Chrysler Realty Corporation	Salem Chrysler Jeep, Inc. (63051)	April 10, 2010
46.	Option Agreement between Chrysler Realty Company LLC and Sandy Sansing Chrysler Holdings, Inc., dated April 23, 2004	Sandy Sansing Chrysler Holdings, Inc. Attn: President or General Counsel 6200 Pensacola Boulevard Pensacola, FL 32505 Sandy Sansing Chrysler Holdings, Inc. 6105 Pensacola Blvd Pensacola, FL 32505	Old Carco Realty Company LLC f/k/a Chrysler Realty Company LLC	Sandy Sansing Chrysler, Inc. (60106)	April 23, 2029

<u>No.</u>	<u>Description of Contract or Lease</u>	<u>Nondebtor Parties</u>	<u>Debtor Party</u>	<u>Associated Dealer and Dealer Code</u>	<u>Expiration of Contract</u>
47.	Option between Chrysler Realty Corporation, FAA Serramonte, Inc. and First America Automotive, Inc., dated June 17, 2003	FAA Serramonte, Inc. Attn: President or General Counsel 1500 Collins Avenue Colma, CA 94014-3210 First America Automotive, Inc. Attn: President or General Counsel 1500 Collins Avenue Colma, CA 94014-3210	Old Carco Realty Company LLC (f/k/a Chrysler Realty Company LLC), as successor to Chrysler Realty Corporation	Serramonte Chrysler Jeep Dodge (44385)	June 17, 2023
48.	Option Agreement between Chrysler Realty Corporation, The William & Melodie Douglas Family Limited Partnership, Ltd., and Chrysler Financial Company L.L.C., dated March 1, 1999	The William & Melodie Douglas Family Limited Partnership, Ltd. Attn: President or General Counsel 2500 34th Street North St. Petersburg, FL 33713 Chrysler Financial Company L.L.C. Attn: President or General Counsel 27777 Franklin Road Southfield, MI 48034	Old Carco Realty Company LLC (f/k/a Chrysler Realty Company LLC), as successor to Chrysler Realty Corporation	St. Pete Jeep Chrysler Plymouth (26318)	March 1, 2024
49.	Option Agreement between Chrysler Realty Company LLC and Elna Investment Company, dated July 13, 2004	Elna Investment Company Attn: President or General Counsel 3165 East Michigan Avenue Lansing, MI 48912	Old Carco Realty Company LLC f/k/a Chrysler Realty Company LLC	Story Chrysler Jeep (68944)	July 13, 2029
50.	Option Agreement between Chrysler Realty Corporation, Sunshine Dodge, Inc., and Chrysler Financial Corporation, dated November 26, 1997	Sunshine Dodge Inc. Attn: President or General Counsel 840 South Harbor City Boulevard Melbourne, FL 32901 Chrysler Financial Corporation Attn: President or General Counsel 27777 Franklin Road Southfield, MI 48034	Old Carco Realty Company LLC (f/k/a Chrysler Realty Company LLC), as successor to Chrysler Realty Corporation	Sunshine Dodge, Inc. (41373)	November 26, 2022

<u>No.</u>	<u>Description of Contract or Lease</u>	<u>Nondebtor Parties</u>	<u>Debtor Party</u>	<u>Associated Dealer and Dealer Code</u>	<u>Expiration of Contract</u>
51.	Option between Chrysler Realty Company LLC and Phil Schaefer, dated July 28, 2004	Phil Schaefer 4101 South Tacoma Way Tacoma, WA 98409	Old Carco Realty Company LLC f/k/a Chrysler Realty Company LLC	Tacoma Dodge, Inc. (41108)	July 28, 2029
52.	Tri-Party Agreement between Chrysler Realty Company LLC, JAM Equities LLC, and Tamaroff Dodge, Inc., dated September 29, 2006	JAM Equities LLC Attn: President or General Counsel 28585 Telegraph Road Southfield, MI 48034 Tamaroff Dodge, Inc. Attn: President or General Counsel 28585 Telegraph Road Southfield, MI 48034 Tamaroff Dodge, Inc. Attn: President or General Counsel 24625 12 Mile Road Southfield, MI 48034 Steven R. Cole, Esq. Lipson Neilson, Cole, Seltzer & Garin, P.C. 3910 Telegraph Road, Suite 200 Bloomfield Hills, MI 48302	Old Carco Realty Company LLC f/k/a Chrysler Realty Company LLC	Tamaroff Dodge, Inc. (43581)	September 29, 2031
53.	Grant of Right of First Refusal by MJK Properties L.L.C. to Chrysler Realty Company, dated September 29, 2006	MJK Properties, L.L.C. 28585 Telegraph Road Southfield, MI 48034	Old Carco Realty Company LLC f/k/a Chrysler Realty Company LLC	Tamaroff Dodge, Inc. (43581)	September 29, 2016

<u>No.</u>	<u>Description of Contract or Lease</u>	<u>Nondebtor Parties</u>	<u>Debtor Party</u>	<u>Associated Dealer and Dealer Code</u>	<u>Expiration of Contract</u>
54.	Option Agreement between Chrysler Realty Company LLC, SSI Properties, Inc., and DaimlerChrysler Financial Services Americas LLC, dated June 28, 2007	SSI Properties, Inc. Attn: President or General Counsel 20 S. Santa Cruz Avenue, Suite 300 Los Gatos, CA 95030 DaimlerChrysler Financial Services Americas LLC Attn: President or General Counsel 27777 Inkster Road Farmington Hills, MI 48334	Old Carco Realty Company LLC f/k/a Chrysler Realty Company LLC	Tamiami Chrysler Jeep Dodge (68064)	June 28, 2032
55.	Option between Chrysler Realty Corporation and Tamiami Automotive Group, dated February 19, 2001	Tamiami Automotive Group 8250 S.W. 8th Street Miami, FL 33144	Old Carco Realty Company LLC (f/k/a Chrysler Realty Company LLC), as successor to Chrysler Realty Corporation	Tamiami Chrysler Jeep Dodge (68064)	February 18, 2021
56.	Option Agreement between Chrysler Realty Corporation, Howard S. and Roslyn Sellz, and DaimlerChrysler Services North American LLC, dated September 30, 1998; as amended	Howard S. and Roslyn Sellz 6110 Van Nuys Boulevard Van Nuys, CA 91401 DaimlerChrysler Services North America LLC Attn: President or General Counsel 27777 Franklin Road Southfield, MI 48034	Old Carco Realty Company LLC (f/k/a Chrysler Realty Company LLC), as successor to Chrysler Realty Corporation	Valley Dodge, Inc. (43535)	September 30, 2023
57.	Option Agreement between Chrysler Realty Corporation, 3 S.H. & M. Land Company, Ltd., and Compass Bank, dated December 23, 1997	3 S.H. & M. Land Company Attn: President or General Counsel 1220 N. Valley Mills Drive Waco, TX 76710 Compass Bank Attn: President or General Counsel 900 Washington Waco, TX 76703	Old Carco Realty Company LLC (f/k/a Chrysler Realty Company LLC), as successor to Chrysler Realty Corporation	Waco Dodge Sales, Inc. (41132)	December 23, 2022

<u>No.</u>	<u>Description of Contract or Lease</u>	<u>Nondebtor Parties</u>	<u>Debtor Party</u>	<u>Associated Dealer and Dealer Code</u>	<u>Expiration of Contract</u>
58.	Option Agreement between Chrysler Realty Corporation, Eastern Diversified Properties, Inc., and Chrysler Credit Corporation, dated December 9, 1988	Eastern Diversified Properties, Inc. Attn: President or General Counsel 1920 Lanham Severn Road Lanham, MD 20706 Chrysler Credit Corporation Attn: President or General Counsel P.O. Box 10199 Jacksonville, FL 32247	Old Carco Realty Company LLC (f/k/a Chrysler Realty Company LLC), as successor to Chrysler Realty Corporation	Westside Dodge, Inc. (57511)	December 9, 2013
59.	Option Agreement between Chrysler Realty Company LLC and Perry Highway Dodge Partnership, dated February 14, 2006	Perry Highway Dodge Partnership Attn: President or General Counsel 11015 Perry Highway Wexford, PA 15090	Old Carco Realty Company LLC f/k/a Chrysler Realty Company LLC	Wright Automotive Group (45301)	February 14, 2031
60.	Option Agreement between Chrysler Realty Corporation, Wullenweber Motors, Inc., and Chrysler Credit Corporation, dated March 25, 1992	Wullenweber Motors, Inc. Attn: President or General Counsel 3044 Harrison Avenue Cincinnati, OH 45211 Wullenweber Chrysler Jeep Attn: President or General Counsel 6315 Harrison Avenue Cincinnati, Ohio 45247 Chrysler Credit Corporation Attn: President or General Counsel 27777 Franklin Road Southfield, MI 48034	Old Carco Realty Company LLC (f/k/a Chrysler Realty Company LLC), as successor to Chrysler Realty Corporation	Wullenweber Chrysler Jeep (23326)	March 25, 2017
61.	Customer Service Agreement between Daimler Chrysler (Knight Facility Management) and Waste Services of Florida, Inc., dated July 21, 2005.	Waste Services, Inc. Attn: President or General Counsel 1122 International Blvd., Suite 601 Burlington, Ontario L7L 6Z8, Canada	Old Carco LLC (f/k/a Chrysler LLC), as successor to DaimlerChrysler Corporation	N/A	August 1, 2011

EXHIBIT B

THE LEASES

Schedule of Leases to Be Rejected¹

	<u>Description</u>	<u>Nondebtor Party(ies)</u>	<u>Debtor Party</u>	<u>Periodic Payments (If Applicable)</u>	<u>Lease Expiration Date</u>	<u>Rejection Effective Date</u>
1.	Lease Agreement, dated December 31, 2004, among Hitzert Properties LLC and DaimlerChrysler Corporation, with respect to the premises (described in Exhibit A of the master lease, including a warehouse-type facility) located at 2171 Hitzert Court, Fenton, Missouri 63026 (the " <u>Hitzert Lease</u> ")	Hitzert Properties LLC Attn: President or General Counsel 5820 East Nevada Detroit, MI 48234 Driggers, Schultz & Herbst, P.C. Attn: Joseph W. Thomas, Esq. 2600 West Big Beaver Road Suite 550 Troy, MI 48084 Delta Management Company, Inc. Attn: Gary Fish P.O. Box 463207 Mt. Clemens, MI 48046	Old Carco LLC ²	Monthly rent of \$256,004.85 due on the first of each month	December 31, 2014	July 31, 2009
2.	Lease Agreement dated March 31, 2006, among Krodel LLC and Chrysler Realty Company LLC, with respect to the premises located at 7601 South Boulevard Charlotte, North Carolina 28273 (the " <u>Charlotte Lease</u> ")	Krodel LLC Attn: President or General Counsel 7501 and 7601 South Boulevard Charlotte, NC 28273 Joe C. Young 1515 Mockingbird Lane, # 520 Charlotte, NC 28209	Old Carco Realty Company LLC f/k/a Chrysler Realty Company LLC	Monthly rent of \$60,690.35 due on the first of each month	May 16, 2011	August 27, 2009

¹ Each of the Leases includes any modifications, amendments, addenda or supplements thereto or restatements thereof and any rights, obligations or tenancies arising as a result of any hold-over, with or without consent, beyond the stated term of such Lease with respect to the property referenced therein. The terms of the Leases included herein are provided for convenience only and are not intended to modify, or to represent the Debtors' interpretation of or a Court determination regarding, the terms of any of the Leases.

² Old Carco LLC is successor in interest to DaimlerChrysler Corporation, the lessee under the Hitzert Lease.

	<u>Description</u>	<u>Nondebtor Party(ies)</u>	<u>Debtor Party</u>	<u>Periodic Payments (If Applicable)</u>	<u>Lease Expiration Date</u>	<u>Rejection Effective Date</u>
3.	Lease Agreement dated February 22, 1979, among Chrysler Realty Corporation and Dorsan Realty, Inc. with respect to premises located at 6060 Mayfield Road, Mayfield Heights, OH 44124 (the " <u>Mayfield Prime Lease</u> ") ³	Dorson Realty, Inc. Attn: President or General Counsel 3201 Norht Burgundy Palm Beach Gardens, FL 33410	Old Carco Realty Company LLC	Monthly rent of \$12,600.00 due on the first of each month	July 31, 2009	August 27, 2009
4.	Dealer Sublease dated July 2, 2004, among Chrysler Realty Company LLC and Spitzer Motor Center, Inc. with respect to premises located at 6060 Mayfield Road, Mayfield Heights, OH 44124 (the " <u>Mayfield Sublease</u> ") ⁴	Spitzer Motor Center, Inc. Attn: President or General Counsel 6060 Mayfield Road Mayfield Heights, OH 44124-3282 Spitzer Motor Center, Inc. Attn: President or General Counsel 150 East Bridge Street Elyria, OH 44035	Old Carco Realty Company LLC f/k/a Chrysler Realty Company LLC	Monthly rent of \$20,000.00 due on the first of each month	June 30, 2009	August 27, 2009

³ The Mayfield Prime Lease was inadvertently designated for assumption by the Debtors and assignment to Chrysler Group LLC ("Chrysler Group") in the Notice of Filing of Schedule of Certain Designated Real Property Agreements and Cure Costs Related Thereto (Docket No. 1688) (the "Real Property Designation Notice"). Chrysler Group, however, never filed a Confirmation Notice (as defined in the Order, Pursuant to Sections 105, 363 and 365 of the Bankruptcy Code and Bankruptcy Rules 2002, 6004 and 6006, (a) Approving Bidding Procedures for the Sale of Substantially All of the Debtors' Assets, (b) Authorizing the Debtors to Provide Certain Bid Protections, (c) Scheduling a Final Hearing Approving the Sale of Substantially All of the Debtors' Assets and (d) Approving the Form and Manner of Notice Thereof (Docket no. 492)) indicating a final determination to take assignment of the Mayfield Prime Lease, and Chrysler Group has informed the Debtors that it does not intend to do so.

⁴ The Mayfield Sublease is ancillary to a Spitzer Motor Center dealership. With respect to this dealership location, the Debtors rejected the applicable dealership agreement and all ancillary agreements — including the Mayfield Sublease — pursuant to the Order, Pursuant to Sections 105 and 365 of the Bankruptcy Code and Bankruptcy Rule 6006, (a) Authorizing the Rejection of Executory Contracts and Unexpired Leases with Certain Domestic Dealers and (b) Granting Certain Related Relief (Docket No. 3802) (the "Dealership Agreement Rejection Order"). Although the Debtors maintain that the Mayfield Sublease was rejected pursuant to the Dealership Agreement Rejection Order, the Debtors have included the Mayfield Sublease herein out of an abundance of caution, and to avoid the possibility of ambiguity, because the Mayfield Sublease was inadvertently designated in the Real Property Designation Notice at the request of Chrysler Group. Chrysler Group, however, never filed a Confirmation Notice indicating a final determination to take assignment of the Mayfield Sublease, and Chrysler Group has informed the Debtors that it does not intend to do so.

	<u>Description</u>	<u>Nondebtor Party(ies)</u>	<u>Debtor Party</u>	<u>Periodic Payments (If Applicable)</u>	<u>Lease Expiration Date</u>	<u>Rejection Effective Date</u>
5.	Lease Agreement dated August 31, 2006, among Mancari's Des Plaines Property, L.L.C. and Chrysler Realty Company LLC with respect to premises located at 77 West Rand Road, Des Plaines, IL	Frank Mancari 4630 W. 95h Street Oak Lawn, IL 60453 Gordon & Centracchio, L.L.C. Attn: David R. Centracchio 211 W. Wacker Drive, Suite 500 Chicago, IL 60606	Old Carco Realty Company LLC f/k/a Chrysler Realty Company LLC	Monthly rent of \$61,417.00 due on the first of each month	August 31, 2016	August 27, 2009
6.	Right-of-Way Lease Agreement between Chrysler Realty Company LLC and John F. Young, dated April 23, 2008	John F. Young Jefferson Parish Council Chairman 5440 Mounes Street, Suite 112 Jefferson, LA 70123 Schmidt & Associates Attn: Counsel P.O. Box 10365 Jefferson, LA 70181-0365	Old Carco Realty Company LLC f/k/a Chrysler Realty Company LLC	Annual rent of \$15,750.00 due on January 15 of each year for five years, then adjusted every five years	None specified	August 27, 2009

EXHIBIT C

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	:	
In re	:	Chapter 11
	:	
Old Carco LLC	:	Case No. 09-50002 (AJG)
(f/k/a Chrysler LLC), <i>et al.</i> ,	:	
	:	(Jointly Administered)
Debtors.	:	
-----X	:	

**EIGHTEENTH ORDER AUTHORIZING THE REJECTION
OF CERTAIN EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

This matter coming before the Court on the Eighteenth Omnibus Motion of Debtors and Debtors in Possession, Pursuant to Section 365 of the Bankruptcy Code and Bankruptcy Rule 6006, for an Order Authorizing the Rejection of Certain Executory Contracts and Unexpired Leases (the "Motion"),¹ filed by the debtors and debtors in possession in the above-captioned cases (collectively, the "Debtors"); the Court having reviewed the Motion and having considered the statements of counsel and the evidence adduced with respect to the Motion at a hearing before the Court (the "Hearing"); the Court having found that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b), (c) notice of the Motion and the Hearing was sufficient under the circumstances and (d) a sound business purpose exists for the relief granted herein; and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED as set forth herein.

¹ Capitalized terms not otherwise defined herein shall have the meanings given to them in the Motion.

2. The Debtors are authorized to reject the Contracts² identified on the attached Schedule 1, which is incorporated herein by reference, and the Contracts are deemed rejected, pursuant to section 365 of the Bankruptcy Code, effective as of August 27, 2009.

3. The Debtors are authorized to reject the Leases identified on the attached Schedule 2, which is incorporated herein by reference, and each of the Leases is deemed rejected, pursuant to section 365 of the Bankruptcy Code, effective as of July 31, 2009 with respect to the Hitzert Lease and August 27, 2009 with respect to the other Leases identified in Schedule 2.

4. This Court shall retain jurisdiction to resolve all matters relating to the implementation of this Order.

Dated: New York, New York
_____, 2009

UNITED STATES BANKRUPTCY JUDGE

²

Each of the Contracts and Leases includes any modifications, amendments, addenda or supplements thereto or restatements thereof. In addition, each of the Leases includes any rights, obligations or tenancies arising as a result of any hold-over, with or without consent, beyond the stated term of such Lease with respect to the property referenced therein. The terms of the Contracts and Leases included in Schedule 1 and Schedule 2, respectively, are provided for convenience only and are not intended to modify, or to represent the Debtors' interpretation of or a Court determination regarding, the terms of any of the Contracts or Leases.